

3 PAGES  
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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA  
SACRAMENTO DIVISION**

In re:  
B & G DELIVERY SYSTEM, INC.,  
Debtor.

Case No.: 19-20391

DC No.:HCS-8

**[PROPOSED] STIPULATED ORDER  
AUTHORIZING SALE OF CERTAIN  
ASSETS OF THE DEBTOR'S ESTATE  
AND FOR RELATED  
RELIEF**

Date: October 19, 2020  
Time: 9:00 a.m.  
Place: Department A  
The Honorable Fredrick E. Clement

1       On August 14, 2020, Kimberly J. Husted, chapter 7 trustee (“Trustee”), served and filed a  
2 motion for an order approving the sale of certain assets of the Debtor’s Estate (the “Remnant Assets”)  
3 to Oak Point Partners, LLC (“Oak Point”) pursuant to 11 U.S.C. §§ 105 and 363 and Federal Rule of  
4 Bankruptcy Procedure 6004, and for related relief (“Motion”).<sup>1</sup> The hearing on the Motion was duly  
5 scheduled for September 14, 2020.  
6

7           No opposition was filed to the Motion. At the hearing, the Court granted a continuance of the  
8 hearing to October 19, 2020, at 9:00 a.m. to allow the Trustee and Oak Point to make some  
9 amendments to the Motion.

10          On September 21, 2020, the Trustee filed the amendments to the Motion.

11          The continued hearing was held on October 19, 2020, as scheduled. The Court, having  
12 jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and consideration  
13 of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and  
14 due and proper notice of the Motion and the continuance of it having been provided; and the Court  
15 having read and considered the Motion; and there having been no opposition to the Motion; and the  
16 Court having determined that the Bidding Procedures are fair, reasonable and appropriate, reflect the  
17 Trustee’s exercise of prudent business judgment consistent with the Trustee’s fiduciary duties, and are  
18 designed to maximize the value to be obtained by the Estate for the Remnant Assets; an overbid having  
19 been received and presented at the hearing on the Motion with respect to one specific asset, and the  
20 Trustee, Oak Point, and the overbidder having reached an agreement as to the overbid; and the Court  
21 having determined that the legal and factual bases set forth in the Motion establish just and sufficient  
22 cause for the relief granted herein; rules as follows:

23 **IT IS ORDERED, ADJUDGED, AND DECREED THAT:**

24          1.       The relief sought in the Motion is GRANTED as revised and set forth herein.

25  
26  
27  
28          <sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed in the Motion.

1       2. The Purchase Agreement and all of its terms and conditions are approved in their  
2       entirety with the express exception that, at the request of the parties, the Remnant Assets shall exclude  
3       the Estate's right, title, and interest in and to, including all related rights and proceeds of, the potential  
4       rights under the insurance policy identified as "Potential Captive Insurance Reserves, Presidio  
5       Insurance, Ltd.," item 73 in Schedule B of the Debtor's bankruptcy schedules (the "Captive  
6       Insurance").  
7

8       3. The Bidding Procedures are approved in their entirety.

9       4. The Purchase Agreement and the Bidding Procedures are fair and reasonable.

10      5. Pursuant to 11 U.S.C. § 363(b), the Trustee is authorized to sell the Remnant Assets  
11     without the Captive Insurance to Oak Point for the Purchase Price as provided in the Motion.  
12

13      6. The bid presented at the hearing by SM Financial Services Corporation ("SM  
14     Financial") to acquire the Debtor's rights in the Captive Insurance in exchange for a lump sum  
15     payment of \$1,500.00, which has been accepted by the Trustee, is approved.

16      7. The Trustee and the Trustee's professionals are authorized to take such actions as are  
17     necessary to effectuate the terms of the Purchase Agreement and this Order, including preparing and  
18     signing such documents that may be reasonably necessary.

19      8. The Trustee and the Trustee's professionals are authorized to take such actions as are  
20     necessary to effectuate the sale of the Captive Insurance to SM Financial.

22      9. Each of Oak Point and SM Financial is granted the protections provided to a good faith  
23     purchaser under 11 U.S.C. § 363(m).

24      10. The transfer of the Remnant Assets to Oak Point constitutes a legal, valid, and effective  
25     transfer of all right, title and interest of the Trustee and the Debtor's Estate in the Remnant Assets, and  
26     shall vest Oak Point with all of the Trustee's and the Debtor's Estate's right, title and interest in the  
27     Remnant Assets and proceeds thereof.  
28

1       11. The transfer of the Captive Insurance to SM Financial constitutes a legal, valid, and  
2 effective transfer of all right, title and interest of the Trustee and the Debtor's Estate in the Captive  
3 Insurance, and shall vest SM Financial with all of the Trustee's and the Debtor's Estate's right, title  
4 and interest in the Captive Insurance and proceeds thereof.

5       12. The 14 day stay under Bankruptcy Rule 6004(h) is waived.

6       13. This Court reserves jurisdiction over the provisions of this Order and to hear and  
7 determine all matters arising from the implementation of this Order.

8  
9  
10 Date: \_\_\_\_\_

11 HONORABLE FREDRICK E. CLEMENT  
12 United States Bankruptcy Judge

13 **THE FOREGOING IS STIPULATED AND AGREED TO BY:**

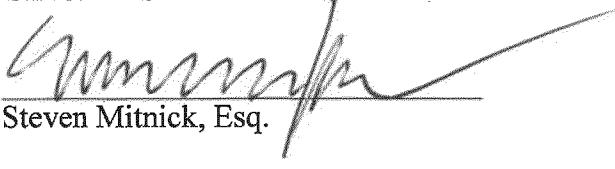
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15 HERUM\CRABTREE\SUNTAG  
16 A California Professional Corporation

17 By: /s/ Dana A. Suntag  
18 Dana A. Suntag  
Attorneys for Kimberly J. Husted

19 OAK POINT PARTNERS, LLC

20  
21 By: \_\_\_\_\_  
22 Janice A. Alwin  
General Counsel

23 SM FINANCIAL SERVICES CORPORATION

24  
25 By:   
26 Steven Mitnick, Esq.

11. The transfer of the Captive Insurance to SM Financial constitutes a legal, valid, and effective transfer of all right, title and interest of the Trustee and the Debtor's Estate in the Captive Insurance, and shall vest SM Financial with all of the Trustee's and the Debtor's Estate's right, title and interest in the Captive Insurance and proceeds thereof.

12. The 14 day stay under Bankruptcy Rule 6004(h) is waived.

13. This Court reserves jurisdiction over the provisions of this Order and to hear and determine all matters arising from the implementation of this Order.

Dated: Oct 22, 2020

Fredrick E. Clement  
Fredrick E. Clement  
United States Bankruptcy Judge

**THE FOREGOING IS STIPULATED AND AGREED TO BY:**

**HERUM\CRABTREE\SUNTAG**  
A California Professional Corporation

By: /s/ Dana A. Suntag  
Dana A. Suntag  
Attorneys for Kimberly J. Husted

OAK POINT PARTNERS, LLC

By: Janice A. Alwin  
Janice A. Alwin  
General Counsel

# SM FINANCIAL SERVICES CORPORATION

By: \_\_\_\_\_